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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



#### FORM D

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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SEC USE ONLY									
Prefix	Serial								
DATE RECE	IVED								

MB APPROVAL

Name of Offering ([] check if Biofield Unit Offering	this is an amendment and name has changed, and i	indicate change
Filing Under (Check box(es) tapply):	hat [] <u>Rule 504</u> [] <u>Rule 505</u> [ <b>x</b> ] <u>Rule 506</u> [	
· 「ype of Filing: [ ] New Filing	[x] Amendment	JAN 2 8 2000
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. Enter the information reque	ested about the issuer	JAN 27 200
Name of Issuer ([ ] check if t Biofield Corp.	his is an amendment and name has changed, and in	j
Address of Executive Offices Including Area Code) 1025 Nine North Drive, Suite	(Number and Street, City, State, Zip Code)  M, Alpharetta, Georgia 30004 (770) 740-8180	Telephone Number
Address of Principal Business Including Area Code) if different from Executive Of	Operations (Number and Street, City, State, Zip C	Cođe) Telephone Number
Brief Description of Business Medical Technology Compa	ny	
Гуре of Business Organizatio	n	
x ] corporation	[ ] limited partnership, already formed [	] other (please specify):
] business trust	[ ] limited partnership, to be formed	
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	ncorporation or Organization: [ <b>12</b> ] [ <b>92</b> ] [ r Organization: (Enter two-letter U.S. Postal Service CN for Canada; FN for other foreign juris	

GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[ ] Promoter [ <b>x</b> ] Beneficial Owner	[ x ] Executive Officer	[ x ] Director [ ] General and/or Managing Partner
Full Name (Last nan Long, David M., Jr.		gykryten-kikisin (h. yap yap agyan kikin (h. yafin kiki gyapropin agyan kiki kitabili kik	
	nce Address (Number and Stree rive, Suite M, Alpharetta, Geor		ode)
Check Box(es) that Apply:	[ ] Promoter [ x ] Beneficial Owner	[ ] Executive Officer	[ x ] Director [ ] General and/or Managing Partner

Full Name (Last nam Long, Raymond A.,		general gjorkenss tidhelan felgasi ng erneg er establik dhistolik degasias	et regionnement (no sur un au agus an agus an agus an fhail an fhagairtí agus agus an marchann "primheach agus agus agus a	adet dari eta gazia (1941) Persiste Persiste agri austraparia estre altre esta dari dari dari dari dari dari d	g (data control for any one encapture views in marily consequent to all and principle and any years).
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#### **B. INFORMATION ABOUT OFFERING**

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	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												
Answer also in Appendix, Column 2, if filing under ULOE.													
2. Wh	2. What is the minimum investment that will be accepted from any individual?\$ 12,500												
3. Doe	Yes No [x] []  4. Enter the information requested for each person who has been or will be paid or given,												
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Type of offering

Type of Security

Dollar Amount Sold

Rule 505	\$
Regulation A	\$
Rule 504	
Total	\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	
Transfer Agent's Fees	[]\$
Printing and Engraving Costs	[]\$
Legal Fees	[]\$30,000
Accounting Fees	[]\$
Engineering Fees	[]\$
Sales Commissions (specify finders' fees separately)	[]\$
Other Expenses (identify) placement agent fee	[]\$200,000
Other Expenses (identify) finders fee	[ ]\$30,000
Total	[]\$260,000
b. Enter the difference between the aggregate offering price given in response to Part Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	ference <b>\$740,000</b>
Question 1 and total expenses furnished in response to Part C - Question 4.a. This diff is the "adjusted gross proceeds to the issuer."	ference <b>\$740,000</b>
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Question 1 and total expenses furnished in response to Part C - Question 4.a. This diff is the "adjusted gross proceeds to the issuer."  5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.  Salaries and fees  Purchase of real estate  Purchase, rental or leasing and installation of machinery and equipment  Construction or leasing of plant buildings and facilities  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness	Payments to Officers, Directors, Payments & To Affiliates Others []\$[]\$ []\$[]\$ []\$[]\$ []\$[]\$ []\$[]\$ []\$[]\$ []\$[]\$
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Question 1 and total expenses furnished in response to Part C - Question 4.a. This diff is the "adjusted gross proceeds to the issuer."  5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.  Salaries and fees  Purchase of real estate  Purchase, rental or leasing and installation of machinery and equipment  Construction or leasing of plant buildings and facilities  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness  Working capital  Other (specify):	Payments to Officers, Directors, Payments & To Affiliates Others [] \$
Question 1 and total expenses furnished in response to Part C - Question 4.a. This diff is the "adjusted gross proceeds to the issuer."	Payments to Officers, Directors, Payments & To Affiliates Others [] \$[

#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Biofield Corp.	talost	January <u> </u>
Name of Signer (Print or Type)	Title of Signer (Print or T	ype)
John D. Stephens	Chief Operating Office	

-	ATTENTION
Inte	entional misstatements or omissions of fact constitute federal criminal violations. (See 18
	U.S.C. 1001.)

### E. STATE SIGNATURE

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Biofield Corp.	12DSI	January <u>21</u> , 2004
Name of Signer (Print or Type)	Title (Print or Type)	
John D. Stephens	Chief Operating Officer	•

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

#### **APPENDIX**

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